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July 31, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 14476-1 FILED

JUL 31 '02 10:39 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of an Partial Termination of Lease dated July 12, 2002, a secondary document as defined in the Board's Rules for Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment which was previously filed with the Commission under Recordation Number 14476-B.

The name and address of the party to the enclosed document are:

Lessor: State Street Bank and
Trust Company of Connecticut,
as successor Owner Trustee
225 Asylum Street
Hartford, CT 06103

[Lessee: Southern Pacific Transportation Company]

Mr. Vernon A. Williams
July 31, 2002
Page Two

A description of the railroad equipment covered by the enclosed document is:

Seven (7) GP 40-2 Locomotives

SP 7240
SP 7241
SP 7242
SP 7244
SP 7245
SP 7246
SP 7247


A short summary of the document to appear in the index follows:

Partial Termination of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 14476-I FILED

JUL 31 '02 10:39 AM

PARTIAL TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

The undersigned, State Street Bank and Trust Company of Connecticut ("State Street"), successor in interest to The Connecticut Bank and Trust Company, National Association, Lessor, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, does hereby acknowledge the termination of the Lease of Railroad Equipment, dated as of October 1, 1984 (the "Lease"), with Southern Pacific Transportation Company, Lessee.

The Lease was duly recorded with the Interstate Commerce Commission (now the Surface Transportation Board) on November 16, 1984 at 2:40 p.m. under Recordation Number 14476-B.

This Partial Termination of Lease is limited to the railroad equipment identified on Schedule A attached hereto.

IN WITNESS WHEREOF, State Street has caused this instrument to be executed by its officer thereunto duly authorized this 12 day of July, 2002.

STATE STREET BANK AND
TRUST COMPANY OF CONNECTICUT
not in its individual capacity, but solely as
Owner Trustee, Lessor

By: Julie A. Balerna

Name: Julie A. Balerna

Title: Assistant Vice President

STATE OF Massachusetts)
COUNTY OF Suffolk) ss:

On this 12 day of July, 2002, before me personally appeared Julie A. Balerna to me personally known, who, being by me duly sworn, said that he/she is a Assistant Vice President of State Street Bank and Trust Company of Connecticut, that he/she is authorized to execute the foregoing instrument on behalf of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.

Elaine H. Dam
NOTARY PUBLIC

My commission expires:

Elaine H. Dam
Notary Public
My Commission Expires January 31, 2008

SCHEDULE A

(Recordation Number 14476)

Seven (7) GP 40-2 Locomotives

SP	7240
SP	7241
SP	7242
SP	7244
SP	7245
SP	7246
SP	7247